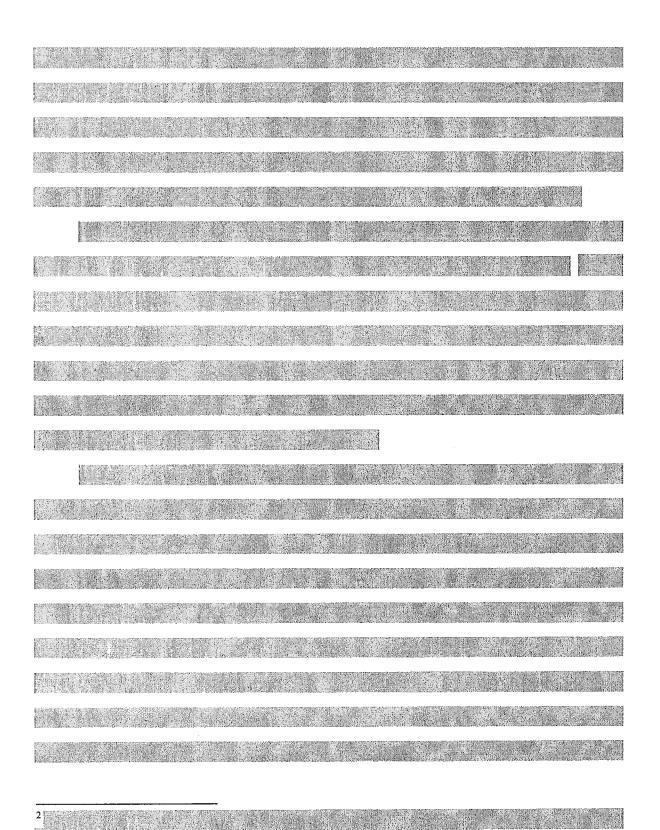
STATE OF MINNESOTA

DISTRICT COURT

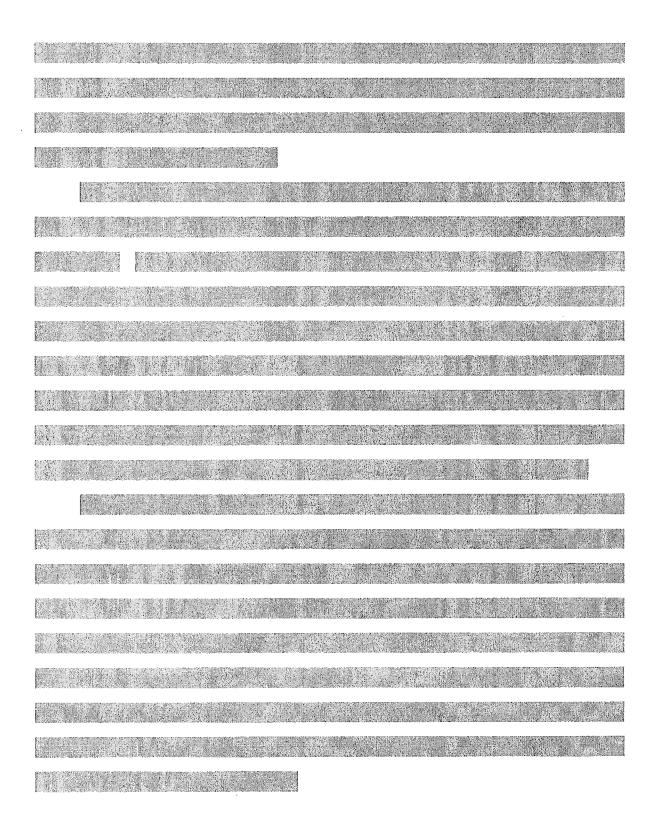
COUNTY OF CARVER	FIRST JUDICIAL DISTRICT PROBATE DIVISION
In the Matter of: Estate of Prince Rogers Nelson Decedent.	Court File No. 10-PR-16-46 Judge Kevin W. Eide SECOND SPECIAL ADMINISTRATOR'S MEMORANDUM IN SUPPORT OF
Decedent.	MOTION TO APPROVE SETTLEMENT WITH [REDACTED VERSION]
Administrator ("SSA") to pursue litigation on b	2018 Order authorizing the Second Special behalf of the Estate and this Court's July 10, 2018 as engagement agreement with the SSA, the SSA
submits this memorandum in support of motion	Windows to the distribution of secretary and the second of
BACKGROUND ¹	
The claims against arise out of	the a state of the
. A brief background	of that failed transaction illustrates the basis for
these claims.	
At the time of his death, Prince	

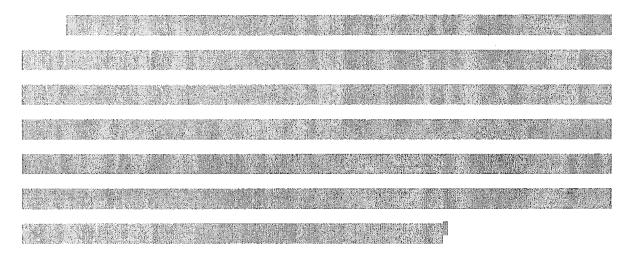
¹ The factual background is largely drawn from the Second Special Administrator's December 15, 2017 Report and Recommendation Concerning the Rescission of the Universal Music Group Agreement. The SSA would refer this Court that report for a more detailed explanation of the failed transaction.





On or about November 10, 2016, the Special Administrator retained MSF to assist it, SLS, and the Advisors in representation of the Estate in connection with the review and negotiation of the UMG Agreement. MSF was to negotiate with UMG's lawyers to finalize the UMG Agreement. Mr. McMillan and SLS remained actively involved in this negotiation process.





On January 31, 2017, Bremer Trust (as Special Administrator) and UMG entered into an Agreement ("the UMG Agreement"), which was publically announced on February 9, 2017. The UMG Agreement provided that,

On February 1, 2017, Comerica Bank & Trust, N.A. ("Comerica") was appointed Special Administrator to the Estate. On February 10, 2017, the day after the announcement of the UMG Agreement, WBR contacted Comerica expressing its concern that the UMG Agreement infringed

on rights held by WBR until December 31, 2020. WBR claimed that WBR and UMG had been "ill used by Bremer Trust, their lawyers and their advisors, as [UMG had] been granted rights that the estate [did] not possess." Concerned by the competing claims to the digital distribution of the WBR Masters, UMG demanded Comerica rescind the UMG Agreement or face litigation for fraud and breach of contract. In the end, Comerica was left with the untenable choice of either requesting this Court to rescind the UMG Agreement, or face potentially protracted litigation with both UMG and WBR, and the uncertainty whether the Estate would lose the ability to attempt to generate considerable revenue or face potential and substantial liability.

On August 18, 2017, this Court appointed the SSA to conduct an independent investigation into the rescinded UMG agreement and whether the Estate had a reasonable basis for a claim against any person or entity in connection with the rescission of the UMG Agreement.

The SSA concluded that there exists a reasonable basis for a claim against SLS, MSF, and the Advisors in connection with the UMG rescission.

The Advisors demanded
In the interest of preserving Estate resources, the
SSA agreed.
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SSA agreed.

ARGUMENT

The SSA believes the following reasons present sufficient justification for granting of this motion and approval of the settlement